

The Honorable Richard A. Jones

UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF WASHINGTON
AT SEATTLE

LYNNE HOUSERMAN,

Plaintiff,

v.

COMTECH TELECOMMUNICATIONS
CORPORATION, FRED KORNBERG, and
MICHAEL D. PORCELAIN,

Defendants.

No. 2:19-cv-00644-RAJ-BAT

**DECLARATION OF MARTHA L.
GOODMAN IN SUPPORT OF
DEFENDANTS' MOTION FOR
SUMMARY JUDGMENT AND MOTION
TO EXCLUDE HOUSERMAN'S
PROFERRED EXPERT GARY B.
GOOLSBY**

NOTE ON MOTION CALENDAR: Friday,
November 27, 2020

I, Martha L. Goodman, declare as follows:

1. I am counsel at the law firm of Paul, Weiss, Rifkind, Wharton & Garrison LLP and counsel of record for Defendants Comtech Telecommunications Corporation ("Comtech"), Fred Kornberg, and Michael Porcelain (collectively, "Defendants") in the above-captioned case. I am admitted to this Court *pro hac vice* for this case. I am over eighteen years of age and am competent to testify herein. I make the following statements based on my personal knowledge.

DECLARATION OF MARTHA L. GOODMAN ISO
DEFENDANTS' MSJ AND MOTION TO EXCLUDE
EXPERT GARY B. GOOLSBY
(CASE NO. 2:19-cv-00644-RAJ-BAT)

**PAUL, WEISS, RIFKIND, WHARTON
& GARRISON LLP**
1285 Avenue of the Americas
New York, NY 10019-6064
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2. On October 30, 2020, I certify that I attended a telephonic meet-and-confer with counsel for Plaintiff, Angelo Calfo, Kristin Silverman, and Gabe Reilly-Bates. During the call, I raised the grounds for our motion for summary judgment and motion to exclude the testimony of Gary Goolsby. We were unable to reach a resolution of the subjects of these motions during the meet and confer.
3. Attached hereto as **Exhibit 1** is a true and correct copy of excerpts from the transcript of the October 7, 2020 deposition of Jay Whitehurst, President of Comtech Enterprise Technologies and Location Technologies, a certified version of which has not yet been made available.
4. Attached hereto as **Exhibit 2** is a true and correct copy of a document produced by Defendants that was marked Exhibit 9a in the October 7, 2020 deposition of Mr. Jay Whitehurst, Bates stamped TSYS016764. This exhibit was filed under seal with a public version available with redactions.
5. Attached hereto as **Exhibit 3** is a true and correct copy of excerpts from the transcript of the July 29, 2020 deposition of Mr. Michael Porcelain, Defendant and President and Chief Operating Officer of Comtech.
6. Attached hereto as **Exhibit 4** is a true and correct copy of excerpts from the transcript of the September 22, 2020 deposition of Mr. Daniel Twohig, Vice-President of NG 9-1-1 Call Routing at Motorola Solutions Inc. ("MSI"), a certified version of which has not yet been made available.
7. Attached hereto as **Exhibit 5** is a true and correct copy of excerpts from the transcript of the November 21, 2019 deposition of Plaintiff Lynne Houserman.
8. Attached hereto as **Exhibit 6** is a true and correct copy of excerpts from the October 10, 2020 deposition of Plaintiff Lynne Houserman, a certified version of which has not yet been made available.

- 1 9. Attached hereto as **Exhibit 7** is a true and correct copy of a document produced by
2 Defendants that was marked Exhibit 3 in the November 21, 2019 deposition of
3 Plaintiff Lynne Houserman, Bates stamped TSYS00549–TSYS00552.
- 4 10. Attached hereto as **Exhibit 8** is a true and correct copy of a document that was
5 marked Exhibit 7 in the November 21, 2019 deposition of Plaintiff Lynne
6 Houserman. This exhibit was filed under seal.
- 7 11. Attached hereto as **Exhibit 9** is a true and correct copy of a document produced by
8 Defendants that was marked Exhibit 11 in the October 20, 2020 deposition of
9 Plaintiff Lynne Houserman, Bates stamped TSYS014462–TSYS014470. This exhibit
10 was filed under seal with a public version available with redactions.
- 11 12. Attached hereto as **Exhibit 10** is a true and correct copy of excerpts from a document
12 produced by Defendants that was marked Exhibit 15 in the October 20, 2020
13 deposition of Plaintiff Lynne Houserman, Bates stamped TSYS001025–
14 TSYS001028. This exhibit was filed under seal.
- 15 13. Attached hereto as **Exhibit 11** is a true and correct copy of excerpts from a document
16 produced by Defendants that was marked Exhibit 17 in the October 20, 2020
17 deposition of Plaintiff Lynne Houserman, Bates stamped TSYS025046–
18 TSYS025047. This exhibit was filed under seal.
- 19 14. Attached hereto as **Exhibit 12** is a true and correct copy of a document produced by
20 non-party Egon Zehnder that was marked Exhibit 18 in the October 20, 2020
21 deposition of Plaintiff Lynne Houserman, Bates stamped EZ0086–87.
- 22 15. Attached hereto as **Exhibit 13** is a true and correct copy of a document produced by
23 Plaintiff that was marked Exhibit 20 in the October 20, 2020 deposition of Plaintiff
24 Lynne Houserman, Bates stamped LFH0000236–38.
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1 16. Attached hereto as **Exhibit 14** is a true and correct copy of a document produced by
2 Defendants that was marked Exhibit 39 in the October 20, 2020 deposition of
3 Plaintiff Lynne Houserman. This exhibit was filed under seal with a public version
4 available with redactions.

5 17. Attached hereto as **Exhibit 15** is a true and correct copy of excerpts from the
6 deposition of Dr. Stanton Sloane, former Chief Executive Officer of Comtech.

7 18. Attached hereto as **Exhibit 16** is a true and correct copy of an email from Michael
8 Porcelain to Lawrence Waldman, dated February 27, 2018, produced by Defendants
9 and Bates stamped TSYS078805–TSYS078808. This exhibit was filed under seal,
10 with a public version available with redactions.

11 19. Attached hereto as **Exhibit 17** is a true and correct copy of a document produced by
12 Defendants that was marked Exhibit 14 in the October 12, 2020 deposition of Dr.
13 Stanton Sloane, Bates stamped TSYS072472–TSYS072474.

14 20. Attached hereto as **Exhibit 18** is a true and correct copy of excerpts from the
15 transcript of the October 22, 2020 deposition of Ms. Maria Ceriello, Director of
16 Financial Operations at Comtech, a certified version of which has not yet been made
17 available.

18 21. Attached hereto as **Exhibit 19** is a true and correct copy of the Expert Report of Gary
19 B. Goolsby submitted by Plaintiff on August 14, 2020.

20 22. Attached hereto as **Exhibit 20** is a true and correct copy of excerpts from the
21 transcript of the October 9, 2020 deposition of Mr. Michael Bondi, Chief Financial
22 Officer at Comtech.

23 23. Attached hereto as **Exhibit 21** is a true and correct copy of a document produced by
24 Defendants that was marked Exhibit 2 in the October 9, 2020 deposition of Mr.

Michael Bondi, Bates stamped TSYS023979. This exhibit was filed under seal with a public version available with redactions.

24. Attached hereto as **Exhibit 22** is a true and correct copy of a document produced by Defendants that was marked Exhibit 15 in the October 9, 2020 deposition of Mr. Michael Bondi, Bates stamped TSYS080512.

25. Attached hereto as **Exhibit 23** is a true and correct copy of excerpts from a document produced by Defendants that was marked Exhibit 15A in the October 9, 2020 deposition of Mr. Michael Bondi, Bates stamped TSYS080513, TSYS080518.

26. Attached hereto as **Exhibit 24** is a true and correct copy of excerpts from the transcript of the August 13, 2020 30(b)(6) deposition of PriceWaterhouseCoopers LLP, by and through Ms. Tricia Sheehan, Partner at PwC.

27. Attached hereto as **Exhibit 25** is a true and correct copy of excerpts from the transcript of the July 27, 2020 deposition of Ms. Nicole Eichberger, attorney with the law firm Proskauer Rose LLP.

28. Attached hereto as **Exhibit 26** is a true and correct copy of excerpts from a document produced by non-party Ms. Nicole Eichberger that was marked Exhibit 4 in the July 27, 2020 deposition of Ms. Nicole Eichberger, Bates stamped Eichberger00806–Eichberger00815. This exhibit was filed under seal with a public version available with redactions.

29. Attached hereto as **Exhibit 27** is a true and correct copy of excerpts from the transcript of the September 24, 2020 deposition of Mr. Jason Christensen, VP of Finance at Comtech. This exhibit was filed under seal with a public version available with redactions.

30. Attached hereto as **Exhibit 28** is a true and correct copy of a document produced by Defendants that was marked Exhibit 3 in the September 24, 2020 deposition of Mr.

1 Jason Christensen, Bates stamped TSYS048550–TSYS048551. This exhibit was
2 filed under seal with a public version available with redactions.

3 31. Attached hereto as **Exhibit 29** is a true and correct copy of a document produced by
4 Defendants that was marked Exhibit 6 in the September 24, 2020 deposition of Mr.
5 Jason Christensen, Bates stamped TSYS07040–TSYS07041. This exhibit was filed
6 under seal with a public version available with redactions.

7 32. Attached hereto as **Exhibit 30** is a true and correct copy of a document produced by
8 Defendants that was marked Exhibit 10A in the September 24, 2020 deposition of
9 Mr. Jason Christensen, Bates stamped TSYS013349–TSYS013350. This exhibit was
10 filed under seal with a public version available with redactions.

11 33. Attached hereto as **Exhibit 31** is a true and correct copy of a document produced by
12 Defendants that was marked Exhibit 12 in the September 24, 2020 deposition of Mr.
13 Jason Christensen, Bates stamped TSYS070806–TSYS070807.

14 34. Attached hereto as **Exhibit 32** is a true and correct copy of a document produced by
15 Defendants that was marked Exhibit 17 in the September 24, 2020 deposition of Mr.
16 Jason Christensen, Bates stamped TSYS062726–TSYS062730. This exhibit was
17 filed under seal with a public version available with redactions.

18 35. Attached hereto as **Exhibit 33** is a true and correct copy of excerpts from the
19 transcript of the October 1, 2020 deposition of Mr. Lawrence Waldman, Member of
20 Comtech’s Board of Directors and Audit Committee.

21 36. Attached hereto as **Exhibit 34** is a true and correct copy of excerpts from the
22 transcript of the September 10, 2020 deposition of Mr. Fred Kornberg, CEO of
23 Comtech.

1 37. Attached hereto as **Exhibit 35** is a true and correct copy of a document produced by
2 Defendants that was marked Exhibit 4 in the July 30, 2020 deposition of Mr. Fred
3 Kornberg, Bates stamped TSYS038822–TSYS038826.

4 38. Attached hereto as **Exhibit 36** is a true and correct copy of a document produced by
5 Defendants that was marked Exhibit 13 in the July 30, 2020 deposition of Mr. Fred
6 Kornberg, Bates stamped TSYS057771 – TSYS057775.

7 39. Attached hereto as **Exhibit 37** is a true and correct copy of excerpts from the
8 transcript of the July 22, 2020 deposition of Mr. John Sarno, Partner at Deloitte &
9 Touche LLP. This exhibit was filed under seal.

10 40. Attached hereto as **Exhibit 38** is a true and correct copy of excerpts from a document
11 produced by Defendants that was marked Exhibit 4 in the July 22, 2020 deposition of
12 Mr. John Sarno, Bates stamped TSYS000757, TSYS000759–61.

13 41. Attached hereto as **Exhibit 39** is a true and correct copy of excerpts from a document
14 produced by Defendants that was marked Exhibit 17A in the July 22, 2020 deposition
15 of Mr. John Sarno, Bates stamped TSYS079975.

16 42. Attached hereto as **Exhibit 40** is a true and correct copy of a document produced by
17 non-party Deloitte & Touche that was marked Exhibit 18 in the July 22, 2020
18 deposition of Mr. John Sarno, Bates stamped DT 0000369–DT 0000401. This exhibit
19 was filed under seal.

20 43. Attached hereto as **Exhibit 41** is a true and correct copy of excerpts from Comtech's
21 filed Securities and Exchange Commission 10-K form for the Fiscal Year that ended
22 July 31, 2019.

23 44. Attached hereto as **Exhibit 42** is a true and correct copy of a Powerpoint presentation
24 produced by Defendants for which the metadata indicated it was updated as of
25 January 12, 2017, Bates stamped TSYS007206–TSYS007216.

1 45. Attached hereto as **Exhibit 43** is a true and correct copy of excerpts from an email
2 produced by Defendants sent from Lynne Houserman to Jay Whitehurst on August 2,
3 2016 and its attached Powerpoint presentation, also produced by Defendants.
4 Excerpts from the Powerpoint presentation are provided. The documents in this
5 Exhibit are Bates stamped TSYS003650 – TSYS003651.

6 46. Attached hereto as **Exhibit 44** is a true and correct copy of excerpts from an email
7 produced by Defendants sent from Jason Christensen to Lynne Houserman on
8 September 21, 2016 and its attached financial disclosure checklist and backup
9 documents, also produced by Defendants. Excerpts from the financial disclosure
10 checklist and backup are attached. The documents in this Exhibit are Bates stamped
11 TSYS004636 – TSYS004642.

12 47. Attached hereto as **Exhibit 45** is a true and correct copy of a May 2017 email thread
13 produced by Defendants between Jason Christensen and Michael Porcelain, among
14 others, Bates stamped TSYS003620–TSYS003621.

15 48. Attached hereto as **Exhibit 46** is a true and correct copy of a June 2016 email thread
16 produced by Defendants between Jason Christensen and Michael Porcelain, among
17 others, Bates stamped TSYS041636.

18 49. Attached hereto as **Exhibit 47** is a true and correct copy of excerpts from Comtech
19 Executive Compensation Committee Meeting Minutes produced by Defendants dated
20 October 5, 2017, Bates stamped TSYS080600–TSYS080603, TSYS080617. This
21 exhibit was filed under seal.

22 50. Attached hereto as **Exhibit 48** is a true and correct copy of an email sent Defendants
23 from Michael Porcelain to Maria Ceriello on October 3, 2017 and attached
24 spreadsheet produced by Defendants, Bates stamped TSYS022589–TSYS022590.
25 This exhibit was filed under seal.
26

1 51. Attached hereto as **Exhibit 49** is a true and correct copy of an email thread between
2 Paul Steo to Michael Porcelain on March 2018 produced by Defendants, Bates
3 Stamped TSYS041264–75.

4 52. Attached hereto as **Exhibit 50** is a true and correct copy of accounting journal entry
5 report produced by Defendants, entered on January 9, 2018, Bates stamped
6 TSYS041264–TSYS041275. This exhibit was filed under seal.

7 53. Attached hereto as **Exhibit 51** is a true and correct copy of excerpts from the
8 Comtech Standard of Business Conduct published in July 2017 produced by
9 Defendants, Bates stamped TSYS000502–05, TSYS000513, TSYS000519–25.

10 54. Attached hereto as **Exhibit 52** is a true and correct copy of a LinkedIn message from
11 Andrew Sinclair to Lynne Houserma n sent on April 13, 2018 and produced by
12 Plaintiff Houserma n, Bates stamped HOUSERMAN0000001.

13 55. Attached hereto as **Exhibit 53** is a true and correct copy of excerpts from Comtech’s
14 2000 Stock Incentive Plan for Plaintiff Lynne Houserma n dated October 31, 2016,
15 produced by Defendants and Bates stamped TSYS00311–TSYS00312.

16 56. Attached hereto as **Exhibit 54** is a true and correct copy of excerpts from Comtech’s
17 2000 Stock Incentive Plan for Lynne Houserma n dated August 26, 2017, produced by
18 Defendants and Bates stamped TSYS00327–TSYS00329.

19 57. Attached hereto as **Exhibit 55** is a true and correct copy of excerpts from Comtech’s
20 Long Term Performance Share Award Agreement Pursuant to the Comtech
21 Telecommunications Corp. 2000 Stock Incentive Plan, dated March 9, 2016,
22 produced by Defendants and Bates stamped TSYS000282–TSYS000284.

23 58. Attached hereto as **Exhibit 56** is a true and correct copy of excerpts from Comtech’s
24 Long Term Performance Share Award Agreement Pursuant to the Comtech
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1 Telecommunications Corp. 2000 Stock Incentive Plan, dated August 9, 2016,
2 produced by Defendants and Bates stamped TSYS000299–TSYS00301.

3 59. Attached hereto as **Exhibit 57** is a true and correct copy of Kent Hellebust’s FY 2018
4 presidential goal sheet produced by Defendants, Bates stamped TSYS025590. This
5 exhibit was filed under seal with a public version available with redactions.

6 60. Attached hereto as **Exhibit 58** is a true and correct copy of Kent Hellebust’s FY 2019
7 2019 goal sheet produced by Defendants, Bates stamped TSYS030365. This exhibit
8 was filed under seal with a public version available with redactions.

9 61. Attached hereto as **Exhibit 59** is a true and correct copy of excerpts from the
10 transcript of the July 30, 2020 deposition of Mr. Fred Kornberg, Defendant and CEO
11 of Comtech.

12 62. Attached hereto as **Exhibit 60** is a true and correct copy of a document produced by
13 Defendants that was marked Exhibit 12 in the October 20, 2020 deposition of
14 Plaintiff Lynne Houserman, Bates stamped TSYS014400.

15 63. Attached hereto as **Exhibit 61** is a true and correct copy of a document produced by
16 Defendants that was marked Exhibit 12A in the October 20, 2020 deposition of
17 Plaintiff Lynne Houserman, Bates stamped TSYS014401. This exhibit was filed
18 under seal with a public version available with redactions.

19 64. Attached hereto as **Exhibit 62** is a true and correct copy of excerpts from a document
20 produced by Defendants that was marked Exhibit 16 in the October 20, 2020
21 deposition of Plaintiff Lynne Houserman, Bates stamped TSYS072265–69,
22 TSYS072271–73.

23 65. Attached hereto as **Exhibit 63** is a true and correct copy of excerpts from the
24 transcript of the October 13, 2020 deposition of Mr. Kenneth Rey, Vice President at
25 MSI, a certified version of which has not yet been made available.
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66. Attached hereto as **Exhibit 64** is a true and correct copy of a document produced by Defendants that was marked Exhibit 17 in the July 22, 2020 deposition of Mr. John Sarno, Bates stamped TSYS079968–TSYS079970.

67. Attached hereto as **Exhibit 65** is a true and correct copy of excerpts from Comtech's Schedule 14A dated December 3, 2019.

68. Attached hereto as **Exhibit 66** is a true and correct copy of a transcript of Lynne Houser's call with Nicole Eichberger, dated April 2, 2018, produced by Ms. Houser, Bates stamped Houser00001506–Houser00001507.

69. Attached hereto as **Exhibit 67** is a true and correct copy of excerpts from the transcript of the October 2, 2020 deposition of Mr. Andrew Sinclair, Senior Vice President at MSI, a certified version of which has not yet been made available.

70. Attached hereto as **Exhibit 68** is a true and correct copy of excerpts from the rough transcript of the October 21, 2020 deposition of Mr. Michael Annes, Senior Vice President at MSI, a certified version of which has not yet been made available.

71. Attached hereto as **Exhibit 69** is a true and correct copy of excerpts from the transcript of the September 22, 2020 deposition of Mr. Michael Connelly, Director of Financial Analysis at MSI.

I declare under penalty of perjury that the foregoing is true and correct.

DATED this 3rd day of November, 2020.

By /s/ Martha L. Goodman
Martha L. Goodman